Form (2)
Sr,No. 424-E
Date. 21.10.2014

THE REPUBLIC OF THE UNION OF MYANMAR

The Myanmar Investment Commission

PERMIT

Permit No. 821/2014 Date: 21st ,October 2014

This Permit is issued by the Myanmar Investment Commission according to the section 13, sub-section (b) of the Republic of the Union of Myanmar Foreign Investment Law-

(a) Name of Investor/Promoter U SOE PAING

(b) Citizenship MYANMAR

(c) Address NO. 3(C), YUZANA STREET, WARD NO.4, HLAING TOWNSHIP, YANGON

(d) Name and Address of Principle Organization

(e) Place of incorporation

(f) Type of Investment Business ESTABLISHING OF 200 MT PER DAY FACTORY AND PROCESSING VALUE ADDED BEANS & PULSES

(g) Place(s) at which Investment is permitted PLOT NO. 380, 381, MYAY TAING BLOCK NO.49, WAR TAYAR INDUSTRIAL ZONE, SHWE PYI THAR TOWNSHIP, YANGON REGION

(h) Amount of Foreign Capital US$ 3.159 MILLION

(I) Period for Foreign Capital brought in WITHIN 18 MONTHS FROM THE DATE OF ISSUANCE OF MIC PERMIT

(j) Total amount of capital (Kyat) EQUIVALENT IN KYAT OF US$ 6.318 MILLION (INCLUDING US$ 3.159 MILLION)

(k) Construction period 1 YEAR

(l) Validity of investment Permit 50 YEARS

(m) Form of investment JOINT VENTURE

(n) Name of Company incorporated in Myanmar

PAING ETG COMPANY LIMITED

Chairman

The Myanmar Investment Commission

ပုံစံ (၂)

ပြည်ထောင်စုသမ္မတမြန်မာနိုင်ငံတော်
မြန်မာနိုင်ငံ ရင်းနှီးမြှုပ်နှံမှု ကော်မရှင်

ခွင့်ပြုမိန့်

ပြည်ထောင်စုသမ္မတမြန်မာနိုင်ငံတော် ☆ စာအမှတ် ၄၂၄-င ရက်စွဲ ၂၁-၁၀-၂၀၁၄ ☆ မြန်မာနိုင်ငံရင်းနှီးမြှုပ်နှံမှုကော်မရှင်

ခွင့်ပြုမိန့်အမှတ် ၈၂၁/ ၂၀၁၄ ၂၀၁၄ ခုနှစ် အောက်တိုဘာလ ၂၇ ရက်

ပြည်ထောင်စုသမ္မတ မြန်မာနိုင်ငံတော်နိုင်ငံခြားရင်းနှီးမြှုပ်နှံမှု ဥပဒေ ပုဒ်မ ၁၃၊ ပုဒ်မခွဲ(ခ) အရ ဤခွင့်ပြုမိန့်ကို မြန်မာနိုင်ငံ ရင်းနှီးမြှုပ်နှံမှု ကော်မရှင်က ထုတ်ပေးလိုက်သည် -

(က) ရင်းနှီးမြှုပ်နှံသူ/ ကမကထပြုသူ၏အမည် ဦးစိုးပိုင်

(ခ) နိုင်ငံသား မြန်မာ

(ဂ) နေရပ်လိပ်စာ အမှတ်-၃(ဂ)၊ ယုဇနလမ်း၊ ၄ ရပ်ကွက်၊ လှိုင် မြို့နယ်၊ ရန်ကုန်မြို့

(ဃ) ပင်မအဖွဲ့အစည်းအမည်နှင့်လိပ်စာ

(င) ဖွဲ့စည်းရာအရပ်

(စ) ရင်းနှီးမြှုပ်နှံသည့်လုပ်ငန်းအမျိုးအစား တစ်ရက်လျှင် တန် (၂၀၀) ကျ စက်ရုံ တည်ထောင်၍ ပဲမျိုးစုံကို နိုင်ငံတကာအဆင့်မီ တန်ဖိုးမြှင့်ကုန်စည်အဖြစ် ပြုပြင် ထုတ်လုပ် ခြင်းလုပ်ငန်း

(ဆ) ရင်းနှီးမြှုပ်နှံသည့်အရပ်ဒေသ(များ) မြေကွက်အမှတ်-(၃၈၀၊ ၃၈၁)၊ မြေတိုင်း ရပ်ကွက်အမှတ်- ၄၉၊ ဝါးတရာစက်မှုဇုံ ရွှေပြည်သာမြို့နယ်၊ ရန်ကုန်တိုင်းဒေသကြီး

(ဇ) နိုင်ငံခြားမတည်ငွေရင်း ပမာဏ အမေရိကန်ဒေါ်လာ ၃.၁၅၉ သန်း

(ဈ) နိုင်ငံခြားမတည်ငွေရင်းယူဆောင်လာရမည့်ကာလ ကော်မရှင်ခွင့်ပြုမိန့်ရရှိပြီး ၁၈ လ အတွင်း

(ည) စုစုပေါင်း မတည်ငွေရင်းပမာဏ(ကျပ်) အမေရိကန်ဒေါ်လာ ၆.၃၁၈ သန်း နှင့် ညီမျှသော မြန်မာကျပ်ငွေ (US$ ၃.၁၅၉ သန်း အပါအဝင်)

(ဋ) တည်ဆောက်မှုကာလ ၁ နှစ်

(ဌ) ရင်းနှီးမြှုပ်နှံမှုခွင့်ပြုသည့် သက်တမ်း ၅၀ နှစ်

(ဍ) ရင်းနှီးမြှုပ်နှံမှုပုံစံ ဖက်စပ်နိုင်ငံခြားရင်းနှီးမြှုပ်နှံမှု

(ဎ) မြန်မာနိုင်ငံတွင် ဖွဲ့စည်းမည့် ကုမ္ပဏီအမည် PAING ETG COMPANY LIMITED

ဥက္ကဋ္ဌ
မြန်မာနိုင်ငံရင်းနှီးမြှုပ်နှံမှုကော်မရှင်

THE REPUBLIC OF THE UNION OF MYANMAR
MYANMAR INVESTMENT COMMISSION
No.(1), THITISAR STREET, YANKIN TOWNSHIP, YANGON

Our ref : DICA-3/FI-1027/ 2014(424-e)
Date : 21st October 2014

Tel: 95-1-658128
Fax: 95-1-658136

Subject : **Decision of the Myanmar Investment Commission on the Proposal for "Establishing of 200 MT per day Factory and Processing Value added Beans & Pulses" under the name of Paing ETG Company Limited.**

Reference: Paing ETG Company Limited Letter dated 6-5-2014.

1. The Myanmar Investment Commission, at its meeting (22/2014) held on (19-9-2014) had approved the proposal for investment in "Establishing of 200 MT per day Factory and Processing Value added Beans & Pulses" under the name of "Paing ETG Company Limited" submitted as a joint venture between Export Trading Commodities Pte Ltd. (50%) from Singapore and U Soe Paing (41%), Daw Khin Myat Swe(8%) and U Aung San Htwe (1%) from the Republic of the Union of Myanmar.

2. Hence, the "Permit" is herewith issued in accordance with Chapter VII, section 13(b) of the Foreign Investment Law and Chapter VIII, Rule 49 of the Foreign Investment Rules relating to the Foreign Investment Law. Terms and conditions to the "Permit" are stated in the following paragraphs.

3. The permitted duration of the project shall be 50 (Fifty) years and extendable for 10(ten) years 2(two) times period commencing from the date of the issuance of Myanmar Investment Commission permit. The term of the Lease Agreement for land between U Soe Paing (lessor) and Paing ETG Company Limited (lessee) shall be 50(Fifty) years from the date of signing of these Agreement and extendable for 10(ten) years 2(two) times period upon mutual agreement between the lessor and the lessee. At the expiry of the lease period, Paing ETG Company Limited shall transfer the leased land in good condition, ground damages having been refilled or repaired to the lessor without any consideration.

4. The annual rent for land shall be Kyats 94,550,000 (kyats ninety-four million, five hundred and fifty thousand only) calculated at the rate of US$ 5.1 per square meter per year of the land measuring 18955.492 square meters (4.684 acres). The rent shall be made in advance in the first month of every finanical year.

5. In issuing this "Permit," the Commission has granted, the followings, exemptions and reliefs as per Chapter XII, section 27(a),(h),(i)and(k) of the Myanmar

Foreign Investment Law. Other exemptions and reliefs under Chapter XII, section 27 shall have to be applied upon the actual performance of the project;

(a) As per section 27(a), income tax exemption for a period of five consecutive years including the year of commencement on commercial operation;

(b) As per section 27(h), exemption or relief from custom duty or other internal taxes or both on machinery, equipment, instruments, machinery components, spare parts and materials used in the business which are imported as they are actually required for use during the period of construction of business;

(c) As per section 27(i), exemption or relief from customs duty or other internal taxes or both on raw materials imported for production for the first three-year after the completion of construction of business;

(d) As per section 27(k), exemption or relief from commercial tax on the goods produced for export.

6. Paing ETG Company Limited Letter shall have to sign the Lease Agreement for land with U Soe Paing. Moreover, Export Trading Commodities Pte.,Ltd. shall have to sign the Joint Venture Agreement with U Soe Paing, Daw Khin Myat Swe and U Aung San Htwe. After signing such Agreements, each of (5) copies shall have to be forwarded to the Commission.

7. Paing ETG Company Limited in consultation with the Department of Company Registration, Directorate of Investment and Company Administration shall have to be registered. After registration, (5) copies each of Certificate of Incorporation and Memorandum of Association and Articles of Association shall have to be forwarded to the Commission.

8. Paing ETG Company Limited shall use its best efforts for timely realization of works stated in the Proposal. If none of such works has been commenced within one year from the date of issue of this "Permit" it shall become null and void.

9. Paing ETG Company Limited has to abide by Chapter X, Rule 58 and 59 of the Foreign Investment Rules for construction period.

10. As per Chapter X, Rule 61 of the Foreign Investment Rules, extension of construction period shall not be allowed more than twice except it is due to unavoidable events such as natural disasters, instabilities, riots, strikes, a state of emergency, insurgency and outbreak of wars.

11. As per Chapter X, Rule 63 of the Foreign Investment Rules, if Paing ETG Company Limited cannot construct completely in time the construction period or extension period, the Commission will have to withdraw the permit issued to the investor and there is no refund for the expenses of the project.

12. The commercial date of operation shall be reported to the Commission.

13. Paing ETG Company Limited shall endeavour to meet the targets for production and export stated in the proposal as the minimum target.

14. The Commission approves periodical appointments of foreign experts and technicians from abroad as per proposal in accordance with Chapter XI, section 24 and section 25 of the Foreign Investment Law and the Paing ETG Company Limited has to follow the existing Labour Laws for the recruitment of staff and labour and for training in accordance with Chapter XIII, Rule 84 of the Foreign Investment Rules.

15. In order to evaluate foreign capital and for the purpose of its registration in accordance with the provisions under Chapter XV, section 37 of the Republic of the Union of Myanmar Foreign Investment Law, it is compulsory to report as early as possible in the following manner:-

(a) the amount of foreign currency brought into Myanmar, attached with the necessary documents issued by the respective bank where the account is opened and defined under Chapter XVI, Rules 134 and 135 of the Foreign Investment Rules;

(b) the detailed lists of the type and value of foreign capital defined under Chapter I, section 2(i) of the Foreign Investment Law, other than foreign currency.

16. Whenever Paing ETG Company Limited brings in foreign capital defined under Chapter I, section 2(i) of the Foreign Investment Law, other than foreign currency in the manner stated in paragraph 15(b) mentioned above, the Inspection Certificate endorsed and issued by an internationally recognized Inspection Firm with regard to quantity, quality and price of imported materials shall have to be attached.

17. Paing ETG Company Limited has the right to make account transfer and expend the foreign currency from his bank account in accordance with Chapter XVI, Rule 136 of the Foreign Investment Rules and for account transfer of local currency generated from the business to the local currency account opened at the bank by a citizen-owned business in the Union and right to transfer back the equivalent amount of foreign currency from the foreign currency bank account of citizen or citizen-owned business by submitting the sufficient document in accordance with Chapter XVII, Rule 145 of the Foreign Investment Rules.

18. Paing ETG Company Limited shall report to the Commission for any alteration in the physical and financial plan of the project. Cost overrun, over and above the investment amount pledged in both local and foreign currency shall have to be reported as early as possible.

19. Paing ETG Company Limited shall be responsible for the preservation of the environment at and around the area of the project site. In addition to this, it shall carry out as per instructions made by Ministry of Environmental Conservation and Forestry in which to conduct Initial Environmental Examination (IEE) process and an Environmental Management Plan (EMP) which describe the measure to be taken for preventing, mitigation and monitoring significant environmental impacts resulting from the implementation and operation of proposed project or business or activity has to be prepared and submitted and to perform activities in accordance with this EMP and to abide by the environmental policy, Environmental Conservation Law and other environmental related rules and regulations

20. Paing ETG Company Limited shall contribute minimum 2% of the annual net profit for Corporate Social Responsibility (CSR) activities in Myanmar.

21. After getting permit from Myanmar Investment Commission, Paing ETG Company Limited shall have to be registered at the Directorate of Industrial Supervision and Inspection.

22. Paing ETG Company Limited shall have to abide by the Fire Services Department's rules, regulations, directives and instructions. Moreover, fire prevention measures shall have to undertake such as water storage tank, fire extinguishers and provide training to use the fire fighting equipment and to appoint fire safety officer.

23. Payment of principal and interest of the loan (if any) as well as payment for import of raw materials and spare parts etc., shall be made out of local sales in Kyat or US$ and from export earnings of Paing ETG Company Limited.

24. Paing ETG Company Limited in consultation with Myanma Insurance, shall effect such types of insurance defined under Chapter XII, Rule 79 and 80 of the Foreign Investment Rules.

(Zay Yar Aung)
Chairman

Paing ETG Company Limited

1. Office of the Union Government of the Republic of the Union of Myanmar
2. Ministry of Home Affairs
3. Ministry of Foreign Affairs
4. Ministry of Agriculture and Irrigation
5. Ministry of Environmental Conservation and Forestry

6. Ministry of Electric Power
7. Ministry of Immigration and Population
8. Ministry of Energy
9. Ministry of Industry
10. Ministry of Commerce
11. Ministry of Health
12. Ministry of Finance
13. Ministry of National Planning and Economic Development
14. Ministry of Labour, Employment and Social Security
15. Office of the Yangon Region Government
16. Director General, Directorate of Investment and Company Administration
17. Director General, Department of Environmental Conservation
18. Director General, Immigration and National Registration Department
19. Director General, Energy Planning Department
20. Director General, Directorate of Industrial Supervision and Inspection
21. Director General, Directorate of Trade
22. Director General, Customs Department
23. Director General, Internal Revenue Department
24. Managing Director, Myanma Foreign Trade Bank
25. Managing Director, Myanma Investment and Commercial Bank
26. Managing Director, Myanma Insurance
27. Director General, Directorate of Labour
28. Chairman, Republic of the Union of Myanmar Federation of Chambers of Commerce and Industry(UMFCCI)